

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

THE BANK OF NEW YORK TRUST
COMPANY, N.A., as Trustee,

Plaintiff,

- against -

FIRST MAGNUS CAPITAL, INC. and THOMAS
W. SULLIVAN, SR., as Trustee of the THOMAS
W. SULLIVAN SR. REVOCABLE TRUST

Defendants.

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07 Civ. 8255 (PKC)


STIPULATION AND ORDER

IT IS HEREBY STIPULATED AND AGREED, by all of the parties, as follows:

1. On February 19, 2008, defendant First Magnus Capital, Inc. ("FMC") filed a bankruptcy petition in the United States Bankruptcy Court, District of Arizona - Case No. 2:08-bk-01-1494-GBN (see annexed Exhibit "A").
2. All counsel are of the opinion that the automatic stay under 11 U.S.C. § 362 applies to this entire action (in the United States District Court in the Southern District of New York) because a decision on the declaratory claim in the complaint will directly affect the distribution of FMC's assets which are under the jurisdiction of the Bankruptcy Court.
3. Accordingly, the deadline in this Court's March 11, 2008 Order (see Exhibit "B"), in which Thomas W. Sullivan, Sr. was directed to file his motion for an Order of dismissal by April 4, 2008, is adjourned *sine die*. Faxed copies of signatures shall be treated as originals.

Dated: New York, New York
March 20, 2008

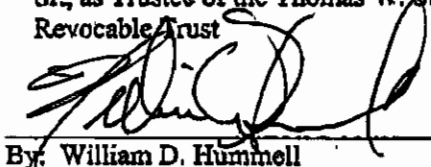
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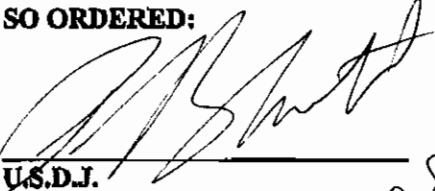
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SO ORDERED:


U.S.D.J.
3-24-08